



**Joseph Transportation Services, Inc.**  
*a subsidiary of Joseph Transportation*

RECORDATION NO. 24608 FILED

SEP 25 '03

4-07 PM

SURFACE TRANSPORTATION BOARD



September 24, 2003

Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20006-0001

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Railroad Equipment Lease Agreement dated as of August 5, 2003 between the following parties:

Lessee: Georgia Pacific Corporation  
133 Peachtree Street, NE  
Atlanta, GA 30348

Lessor: Joseph Transportation Services, Inc.  
300 Pike Street  
Cincinnati, OH 45202

Please see Exhibit A attached hereto for the equipment, (27) railcars, involved in this transaction.

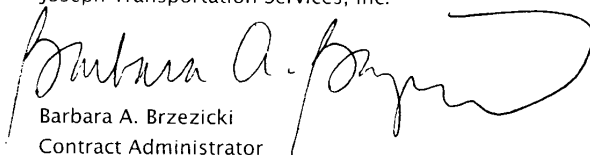
This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated as of August 5, 2003 related to twenty-seven (27) railcars bearing reporting marks GPSX 71001-71010, inclusive and GPSX 73011-73027, inclusive.

Please file this agreement as a primary document. The amount of \$30.00 for the filing fees is included on the enclosed check. Please return the original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 621-8770 ext. 4137.

Sincerely,

Joseph Transportation Services, Inc.

  
Barbara A. Brzezicki  
Contract Administrator

Enclosures

Corporate Offices: 300 Pike Street, Cincinnati, OH 45202-4222  
Mail Address: P.O. Box 1077, Cincinnati, OH 45201-1077  
513-929-4500 FAX 513-345-4375

RECORDATION NO 24608 FILED

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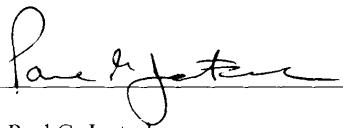
**MEMORANDUM OF  
RAILROAD EQUIPMENT LEASE AGREEMENT** SURFACE TRANSPORTATION BOARD

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 5<sup>th</sup> day of August, 2003, is intended to evidence the lease dated as of August 5, 2003 (the "Lease"), between **JOSEPH TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **GEORGIA-PACIFIC CORPORATION**, a Georgia corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the twenty-seven (27) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

**IN WITNESS WHEREOF**, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

**JOSEPH TRANSPORTATION SERVICES, INC.**

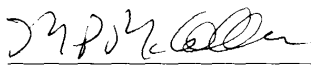
**GEORGIA-PACIFIC CORPORATION**

By: 

Name: Paul G. Jantsch

Title: President

Date: August 5, 2003

By: 

Name: Michael P. McColkum

Title: President, W&FP

Date: September 15, 2003

STATE OF OHIO                    )  
  )    SS:  
COUNTY OF HAMILTON )

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of August, 2003, by Paul G. Jantsch, the President of Joseph Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

Angela Denise Watts  
Notary Public

My Commission expires:

\_\_\_\_\_

ANGELA DENISE WATTS  
Attorney at Law  
Notary Public, State of Ohio  
My Commission Has No Expiration  
Date Section 147.03 O.R.C.

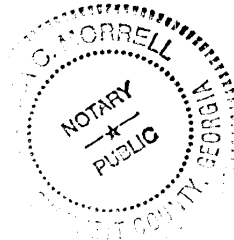
STATE OF Georgia                    )  
  )    SS:  
COUNTY OF Winnet )

The foregoing instrument was acknowledged before me this 15 day of Sept., 2003, by Mike P. McCollum, the President, W&FP of Georgia-Pacific Corporation, a Georgia corporation, on behalf of the corporation.

Donna C. Morrell  
Notary Public

My Commission expires:

Donna C. Morrell  
Notary Public, Gwinnett County, Georgia  
My Commission Expires June 2, 2006



## **EXHIBIT A**

To the Memorandum of Lease dated August 5, 2003, between Joseph Transportation Services, Inc. and Georgia-Pacific Corporation.

### **DESCRIPTION OF UNITS**

Twenty-seven (27) railcars bearing reporting marks as follows:

GPSX 71001 - 71010, inclusive  
and  
GPSX 73011 - 73027, inclusive